

RECORDATION NO. 23204-YYY FILED

JUN 28 '02

3:44 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 28, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Schedule to Equipment Lease Agreement, dated as of June 28, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement which was previously filed with the Board under Recordation Number 23204-RRR.

The names and addresses of the parties to the enclosed document are:

Assignor:	Allfirst Bank 25 South Charles Street Baltimore, Maryland 21202
Assignee:	U.S. Bancorp Equipment Finance, Inc. 7659 Southwest Mohawk Street Tualatin, Oregon 97062-2177

Mr. Vernon A. Williams
June 28, 2002
Page 2

A description of the railroad equipment covered by the enclosed document is:

Three (3) locomotives: NS 5536, NS 5537 and NS 5538.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Schedule to Equipment Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 23204-YYY FILED

JUN 28 12

3-44 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 28, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Schedule to Equipment Lease Agreement, dated as of June 28, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement which was previously filed with the Board under Recordation Number 23204-RRR.

The names and addresses of the parties to the enclosed document are:

Assignor: Allfirst Bank
25 South Charles Street
Baltimore, Maryland 21202

Assignee: U.S. Bancorp Equipment Finance, Inc.
7659 Southwest Mohawk Street
Tualatin, Oregon 97062-2177

Mr. Vernon A. Williams
June 28, 2002
Page 2

A description of the railroad equipment covered by the enclosed document is:

Three (3) locomotives: NS 5536, NS 5537 and NS 5538.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Schedule to Equipment Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

**MEMORANDUM OF ASSIGNMENT OF SCHEDULE
TO EQUIPMENT LEASE AGREEMENT
(Surface Transportation Board)**

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE TO EQUIPMENT LEASE AGREEMENT (this "Memorandum") dated as of June 28, 2002 is between ALLFIRST BANK, a Maryland state chartered commercial bank ("Allfirst") and U.S. BANCORP EQUIPMENT FINANCE, INC. (successor to Firststar Bank, N.A.) ("U.S. Bancorp").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Allfirst, as successor lessor, has leased the locomotives identified on Schedule 1 attached hereto (the "Locomotives") under that certain Equipment Lease Agreement dated as of October 25, 2000 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to Norfolk Southern Railway Company.

B. The Lease was recorded with the Surface Transportation Board on October 27, 2000 under recordation No. 23204.

C. Allfirst, as seller, and U.S. Bancorp, as buyer, are parties to that certain Master Assignment Agreement, dated as of June 1, 2001, pursuant to which Allfirst has sold to U.S. Bancorp the Locomotives and assigned to U.S. Bancorp certain rights and obligations of "Lessor" under the Lease.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

RECEIVED NO. 23204-yyy
JUN 28 02 3:44 PM
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

U.S. BANCORP EQUIPMENT FINANCE, INC.
(successor to Firststar Bank, N.A.)

By: [Signature]
Clifford J. Swan
Vice President

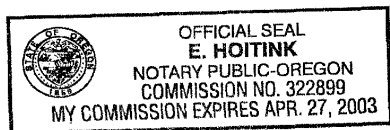
STATE OF Oregon
COUNTY OF Washington ss:

The foregoing Memorandum of Assignment of Schedule to Equipment Lease Agreement was acknowledged before me, the undersigned Notary Public, in the County of Washington this 25 day of June, 2002 by Clifford J. Swan, as Vice President of U.S. BANCORP EQUIPMENT FINANCE, INC. (successor to Firststar Bank, N.A.).

[Signature]
Notary Public

My commission expires: 4-27-03

[Notarial Seal]



SCHEDULE 1

DESCRIPTION OF LOCOMOTIVES

MANUFACTURER	MODEL	TYPE	PRE-REFURBISHMENT ROAD NO.	SERIAL NO.	POST-REFURBISHMENT ROAD NO.
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 4151	5775-27	NS 5536
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2850	7307-28	NS 5537
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2870	5778-20	NS 5538